

1 **EXHIBIT A**

2 PROPOSED ORDER

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*Attorneys for The Honorable John K. Trotter
(Ret.), Trustee of the PG&E Fire Victim Trust*

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION

-and-

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors.

- Affects PG&E Corporation
 - Affects Pacific Gas and Electric Company
 - Affects both Debtors

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11 (Lead Case) (Jointly Administered)

**[PROPOSED] ORDER COMPELLING
PRICEWATERHOUSECOOPERS LLP'S
COMPLIANCE WITH RULE 2004
SUBPOENA**

**All papers shall be filed in the Lead Case,
No. 19-30088 (DM)*

Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Local Bankruptcy Rule 2004-1(a), this Court entered an order on March 24, 2020 authorizing service of a subpoena on PricewaterhouseCoopers LLP (“**PwC**”) for the production of certain categories of documents and information, including: (1) “All Documents that constitute and/or memorialize any and all contracts and/or work agreements between [PwC] and PG&E, for the time period 2013 to the present” and (2) “All Documents that constitute and/or memorialize any and all reports, analyses, summaries, or descriptions of [PwC’s] work for PG&E, for the time period 2013 to the present.” Dkt. No. 6351-2 at 8 (requests for production Nos. 1 and 3).² A subpoena subsequently issued and was served on PwC.

On June 11, 2021, the Honorable John K. Trotter (Ret.), in his capacity as the Fire Victim Trustee (the “**Trustee**”), requested a discovery conference to address PwC’s failure to produce certain documents pursuant to that subpoena. An initial discovery conference was held on July 16, 2021, at which the Court instructed the parties to continue meeting and conferring, to submit a joint status report no later than August 2, 2021, and to attend a second discovery conference, if necessary, on August 5, 2021. On August 2, 2021, the Trustee submitted a status report indicating that the parties had been unable to reach agreement as to the Trustee’s requests for:

1. Documents sufficient to identify all of PwC’s contracts with PG&E during the time period 2013 through March 17, 2020;
2. PwC’s deliverables relating to the **Community Wildfire Safety Program (“CWSP”)**, meaning PwC’s work product generated in connection with

² As defined by the subpoena, “Documents” means:

[E]ach written, typed, printed, recorded, transcribed, taped, electronically stored, digitized, disked, filmed, or graphic matter of every kind, however produced or reproduced, including originals or copies of originals not in existence or available, all drafts or partial copies, wherever located, and including all Electronic Data, correspondence, letters, emails, memoranda, requests for information, reports, studies, tests, inspections, working papers, handwritten notes, diaries, charts, spreadsheets, photographs, sketches, drawings, blueprints, videos, graphs, indices, submittals, data sheets, databases, conversations, statements, minutes, notations (including notes or memorandum of conversations), telephone conversations in whatever form, suggestions, comments, instructions, warnings, notices, manuals, periodicals, pamphlets, brochures, catalogues, bulletins, schedules, invoices, and other documentation.”

Dkt. No. 6351-2 at 5.

- 1 that engagement, including advice, recommendations, analysis, and/or
2 reports to PG&E, during the time period 2013 through March 17, 2020;
- 3 3. PwC's deliverables relating to the **Public Safety Power Shutoff program**
4 ("PSPS"), meaning PwC's work product generated in connection with that
5 engagement, including advice, recommendations, analysis, and/or reports
6 to PG&E, during the time period 2013 through March 17, 2020; and
- 7 4. PwC's deliverables relating to the **EPC Cross-Cutting program** ("EPC
8 CC"), meaning PwC's work product generated in connection with that
9 engagement, including advice, recommendations, analysis, and/or reports
 to PG&E, during the time period 2013 through March 17, 2020; and
- 10 5. PwC's deliverables relating to the **General Rate Case** ("GRC"), meaning
11 PwC's work product generated in connection with that engagement,
12 including advice, recommendations, analysis, and/or reports to PG&E,
13 during the time period 2013 through March 17, 2020.

14 Email from S. Kilgore to L. Parada (Aug. 2, 2021 at 11:18 a.m. PDT) at 1 (bold in original).

15 On August 5, 2021, the parties attended a second discovery conference, at which all parties
16 agreed to submit letter briefs, no more than five pages in length, regarding the Trustee's request for
17 deliverables relating to the GRC (item No. 5 in the Trustee's status report). The parties further
18 agreed to meet and confer regarding a proposed order addressing the Trustee's requests for:
19 (1) documents sufficient to identify PwC's contracts with PG&E, such as a list of all such contracts
20 during the relevant time period (item No. 1 in the Trustee's status report); and (2) PwC's deliverables
21 relating to the CWSP, PSPS, and EPC CC (item Nos. 2 through 4 in the Trustee's status report).
22 The parties have since met and conferred but have been unable to reach agreement regarding the
23 content of any proposed order.

24 The Court has reviewed all proposed orders submitted by the parties as of today's date. This
25 Court, having determined that there is just cause for compelling PwC's compliance with the
26 subpoena, and after due deliberation and sufficient cause appearing therefor,

27 **IT IS HEREBY ORDERED THAT:**

28 1. Within twenty-one (21) days of the date of this Order, unless otherwise agreed by
29 the Trustee, PwC shall produce to the Trustee all documents and information described at Nos. 1
30 through 4 of the Trustee's status report of August 2, 2021, to the extent such materials have not
31 already been produced by PwC. Specifically, PwC is to produce:

- a. Documents sufficient to identify all of PwC's contracts with PG&E during the time period 2013 through March 17, 2020;
- b. PwC's deliverables relating to the Community Wildfire Safety Program ("CWSP"), meaning PwC's work product generated in connection with that engagement, including advice, recommendations, analysis, and/or reports to PG&E, during the time period 2013 through March 17, 2020;
- c. PwC's deliverables relating to the Public Safety Power Shutoff program ("PSPS"), meaning PwC's work product generated in connection with that engagement, including advice, recommendations, analysis, and/or reports to PG&E, during the time period 2013 through March 17, 2020; and
- d. PwC's deliverables relating to the EPC Cross-Cutting program ("EPC CC"), meaning PwC's work product generated in connection with that engagement, including advice, recommendations, analysis, and/or reports to PG&E, during the time period 2013 through March 17, 2020.

2. In the event that PwC withholds any of the above-described documents based on a claim of attorney-client privilege, work-product protection, or any other privilege, whether such privilege is asserted by PG&E or PwC, PwC shall provide a privilege log to the Trustee within twenty-one (21) days of the date of this Order, unless otherwise agreed by the Trustee, identifying, as demanded by the subpoena: (a) the type, title and subject matter of the Document; (b) the place, date, and manner of preparation of the Document; (c) all authors, addressees, and recipients of the Document, including information about such persons to assess the privilege asserted; and (d) the legal privilege(s) and the factual basis for the claim.

3. No later than 5:00 p.m. PDT on August 19, 2021, the Trustee and PwC shall each submit letter briefs, not to exceed five pages in length, setting forth their respective positions as to the Trustee's request for PwC's deliverables relating to the General Rate Case ("GRC"), meaning PwC's work product generated in connection with that engagement, including advice, recommendations, analysis, and/or reports to PG&E, during the time period 2013 through March 17, 2020.

1 4. This Order is without prejudice to the Trustee's right to seek additional examinations
2 or documents pursuant to Bankruptcy Rule 2004 or any other applicable law.

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4 **** END OF ORDER ****

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